

RECORDATION NO. 29257 FILED

MAY 13 '10 -9 00 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

May 13, 2010

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Contract H-8227 Rider 2B

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of May 11, 2010, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: American Railcar Leasing LLC  
620 North Second Street  
St. Charles, Missouri 63301

[Lessee: The Greenbrier Leasing Company LLC  
One Centerpointe Drive, Suite 200  
Lake Oswego, OR 97035]

Section Chief  
May 13, 2010  
Page 2

A description of the railroad equipment covered by the enclosed document is:

31 railcars within the series GBRX 036098 - GBRX 098805 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', followed by a horizontal flourish.

Robert W. Alvord

RWA/sem  
Enclosures

MAY 13 '10 -9 00 AM

**MEMORANDUM OF LEASE**

**ACE TRANSPORTATION BOARD**  
This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARL II Funding LLC, ARL Fifth LLC and Shippers Third LLC, all with respect to The Greenbrier Leasing Company LLC, a Oregon Limited Liability Company ("Lessee").

**American Railcar Leasing LLC** (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain **Master Service Contract**, dated 2/10/10, as identified on **Schedule A** (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on **Schedule A** attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks **GBRX**.

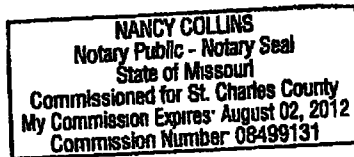
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

AMERICAN RAILCAR LEASING LLC

By:   
Name: Brian Evdo  
Title: VP – Business Development

STATE OF MISSOURI                    )  
  ) ss.  
COUNTY OF ST. CHARLES         )

On this 11th day of May, 2010, before me, personally appeared Brian Evdo, to me personally known, who being by me duly sworn, says that he resides at St. Charles, Missouri and is the VP – Business Development of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



  
Notary Public  
My commission expires on 8/2/2012

## Schedule A

### Equipment

#### The Greenbrier Companies

Contract H-8227 rider 2B

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	GBRX	036098
	Hopper	GBRX	036108
	Hopper	GBRX	036117
	Hopper	GBRX	036120
	Hopper	GBRX	036122
	Hopper	GBRX	036539
	Hopper	GBRX	036553
	Hopper	GBRX	036559
	Hopper	GBRX	036582
	Hopper	GBRX	037091
	Hopper	GBRX	037098
	Hopper	GBRX	037424
	Hopper	GBRX	037440
	Hopper	GBRX	037442
	Hopper	GBRX	037503
	Hopper	GBRX	098272
	Hopper	GBRX	098274
	Hopper	GBRX	098276
	Hopper	GBRX	098285
	Hopper	GBRX	098292
	Hopper	GBRX	098303
	Hopper	GBRX	098339
	Hopper	GBRX	098607
	Hopper	GBRX	098632
	Hopper	GBRX	098746
	Hopper	GBRX	098757
	Hopper	GBRX	098789
	Hopper	GBRX	098797
	Hopper	GBRX	098799
	Hopper	GBRX	098801
	Hopper	GBRX	098805